

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

June 18, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23637-F FILED

JUN 18 '02 12-19 PM

SURFACE TRANSPORTATION BOARD ;

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Specification of Assigned Lease Agreement, Management and Escrow Agreement, dated as of June 18, 2002, a secondary document as defined in the Board Rules for the Recordation of Documents.

The enclosed document relates to the Addendum to Memorandum of Assignment which was previously filed with the Board under Recordation Number 23637-E.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, OH 45069

Assignee: Ameritech Credit Corporation
d/b/a SBC Capital Services
2000 Ameritech Center Dr
Hoffman Estates, IL 60196

A description of the railroad equipment covered by the enclosed document is:

20 locomotives and 1 slug bearing reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
June 18, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Specification of Assigned Lease Agreement,
Management and Escrow Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 23637-F FILED

JUN 18 '02 12-19 PM

**MEMORANDUM OF SPECIFICATION OF ASSIGNED
LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SPECIFICATION OF ASSIGNED LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT (the "Assignment") is made and entered into as of June 18, 2002, by and between The Vaughn Group, Inc., ("Assignor") and Ameritech Credit Corporation d/b/a SBC Capital Services ("Assignee").

Railcar, Ltd., as lessor, RailTex, Inc., as lessee and RailAmerica, Inc., as Guarantor entered into that certain Master Lease Agreement dated as of December 28, 2000, and Schedule No. 1, as amended, executed pursuant thereto (together the "Lease") pertaining to the locomotive equipment described therein (the "Locomotives") and in Exhibit A attached hereto. The Memorandum of Lease with respect to the Lease between Railcar, Ltd., as lessor, RailTex, Inc. as lessee and RailAmerica, Inc., as Guarantor, was filed on September 5, 2001 with an Addendum to Memorandum of Lease filed on October 2, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301. The Memorandum of Assignment of Lease Agreement was filed on September 5, 2001 with an Addendum to Memorandum of Assignment of Lease Agreement filed on October 2, 2001 between Railcar, Ltd., as lessor/assignor and The Andersons, Inc., as assignee. The Memorandum of Assignment of Lease Agreement, Management and Escrow Agreement (the "Management Agreement") was filed on September 6, 2001 and an Addendum to Memorandum of Assignment of Lease Agreement, Management and Escrow Agreement was filed on October 2, 2001 between The Andersons, Inc., as lessor/assignor and The Vaughn Group, Inc., as assignee.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Locomotives and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Specification of Assigned Lease Assignment, Management and Escrow Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease and the Management Agreement; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Specification of Assigned Lease Assignment, Management and Escrow Agreement to be executed as of the date first above written.

ASSIGNOR:

THE VAUGHN GROUP, INC.

By: _____

Printed Name: **John V. Handelsman**
President and CEO

Title: _____

STATE OF OHIO)

COUNTY OF BUTLER) SS:

Before me, a Notary Public, in and for said county and state, personally appeared John V. Handelsman, the President and CEO of The Vaughn Group, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at West Chester, Ohio this 12th day of June, 2002.

Kathy J. Voegele
Notary Public
My commission expires:



KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Specification of Assigned Lease Assignment, Management and Escrow Agreement to be executed as of the date first above written.

ASSIGNEE:

AMERITECH CREDIT CORPORATION
d/b/a SBC CAPITAL SERVICES

By: Vicki L. Prot

Printed Name: Vicki L. Prot

Title: VP-Operations

STATE OF ILLINOIS)

COUNTY OF COOK) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Vicki L. Prot, the Vice President - Operations of Ameritech Credit Corporation, d/b/a SBC Capital Services, a(n) Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Hoffman Estates (Illinois), this 17th day of June, 2002.

Anne M. Peters

Notary Public

My commission expires:

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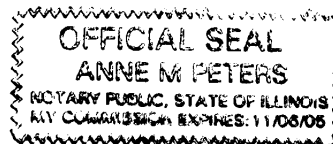


Exhibit A

	Locomotive Number	Locomotive Type	Reporting Marks	Previously Known As	Group No.
1	5032	SD-40	NECR		1
2	4012	GP-40-1-CU	MNA		2
3	4013	GP-40-1-CU	MNA		2
4	4014	GP-40-1-CU	MNA		2
5	4015	GP-40-1-CU	MNA		2
6	4037	GP-40-1-CU	ISRR		2
7	4042	GP-40-1-CU	ISRR		2
8	4045	GP-40-1-CU	MNA		2
9	8	SW-1200	SCRF		3
10	73	SW-1200	MS		3
11	998	SW-1200	SGVY		3
12	751	SW-1200	MNA		3
13	999	SW-1200	SGVY		3
14	1200	SW-1200	VCRR		3
15	1208	SW-1200	AGR	GSWR	3
16	1237	SW-1200	AGR	GSWR	3
17	100	GP-7	VCRR		4
18	3819	GP-38-2	CORP		5
19	3833	GP-38-2	DGNO		5
20	3813	GP-38	NCVA	GSWR	6
21	4167	SLUG	NCVA	GSWR	6